

EXECUTION COPY

FINAL TERMS

24 June 2014

Nationwide Building Society

**Issue of EUR750,000,000 2.25 per cent. Series 2014-02 Regulated Covered Bonds due 2029
irrevocably and unconditionally guaranteed as to payment of principal and interest by
Nationwide Covered Bonds LLP
under the €45 billion Global Covered Bond Programme**

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the prospectus dated 26 July 2013, which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the **Prospectus Directive**), as supplemented by supplemental prospectuses dated 15 November 2013, 25 February 2014 and 29 May 2014 (together, the **Prospectus**). This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Prospectus. Full information on the Issuer, the LLP and the offer of the Covered Bonds is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus and all documents incorporated by reference therein are available for viewing during normal business hours at the registered office of the Issuer and copies may be obtained from the specified office of each of the Paying Agents.

- | | | | |
|----|-----|--|------------------------------|
| 1. | (a) | Issuer: | Nationwide Building Society |
| | (b) | Guarantor: | Nationwide Covered Bonds LLP |
| 2. | (a) | Series Number: | 2014-02 |
| | (b) | Tranche Number: | 1 |
| | (c) | Series which Covered Bonds will be consolidated and form a single Series with: | Not Applicable |
| | (d) | Date on which the Covered Bonds will be consolidated and form a single Series with the Series specified above: | Not Applicable |
| 3. | | Specified Currency or Currencies: | Euro |
| 4. | | Nominal Amount of Covered Bonds to be issued: | €750,000,000 |
| 5. | | Aggregate Nominal Amount of Covered Bonds: | |
| | (a) | Series: | €750,000,000 |

	(b) Tranche:	€750,000,000
6.	Issue Price:	99.047 per cent. of the Aggregate Nominal Amount
7.	(a) Specified Denominations:	€100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No Covered Bonds in definitive form will be issued with a denomination above €199,000
	(b) Calculation Amount:	€1,000
8.	(a) Issue Date:	25 June 2014
	(b) Interest Commencement Date:	Issue Date
9.	(a) Final Maturity Date:	25 June 2029
	(b) Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee:	25 June 2030
10.	Interest Basis:	2.25 per cent. Fixed Rate
11.	Redemption/Payment Basis:	100 per cent. of the nominal value
12.	Change of Interest Basis:	Paragraph 15 is applicable for the period from and including the Interest Commencement Date to but excluding the Final Maturity Date and paragraph 16 is applicable for the period from and including the Final Maturity Date to but excluding the Extended Due for Payment Date
13.	Call Options:	Not Applicable
14.	Date Board approval for issuance of Covered Bonds obtained:	19 October 2005

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	Fixed Rate Covered Bond Provisions:	Applicable from and including the Interest Commencement Date to but excluding the Final Maturity Date
	(a) Fixed Rate(s) of Interest:	2.25 per cent. per annum payable in arrear on each Interest Payment Date
	(b) Interest Payment Date(s):	25 June in each year up to and including the Final Maturity Date
	(c) Business Day Convention:	Following Business Day Convention
	(d) Business Day(s):	TARGET2, London

	Additional Business Centre(s):	Not Applicable
(e)	Fixed Coupon Amount(s):	€22.50 per Calculation Amount
(f)	Initial Broken Amount:	Not Applicable
(g)	Final Broken Amount:	Not Applicable
(h)	Day Count Fraction:	Actual/Actual (ICMA)
(i)	Determination Date(s):	25 June in each year
16.	Floating Rate Covered Bond Provisions:	Applicable from and including the Final Maturity Date to but excluding the Extended Due for Payment Date
(a)	Interest Period(s):	The period from and including the Final Maturity Date or, as the case may be, a Specified Interest Payment Date, to but excluding the following Specified Interest Payment Date
(b)	Specified Interest Payment Date(s):	Monthly on the 25th day of each month from but excluding the Final Maturity Date to and including the Extended Due for Payment Date
(c)	First Interest Payment Date:	25 July 2029
(d)	Business Day Convention:	Modified Following Business Day Convention
(e)	Business Centre(s):	Not Applicable
(f)	Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
(g)	Party responsible for calculating the Rate(s) of Interest and/or Interest Amount (if not the Agent):	Not Applicable
(h)	Screen Rate Determination:	Applicable
	- Reference Rate:	1 month EURIBOR
	- Interest Determination Date(s):	Second TARGET2 Day prior to the start of each Interest Period
	- Relevant Screen Page:	Reuters Screen Page EURIBOR01
(i)	ISDA Determination:	Not Applicable
(j)	Margin(s):	+ 0.51 per cent. per annum.
(k)	Minimum Rate of Interest:	Not Applicable
(l)	Maximum Rate of Interest:	Not Applicable

(m) Day Count Fraction: Actual/360

17. Zero Coupon Covered Bond Provisions: Not Applicable

PROVISIONS RELATING TO REDEMPTION BY THE ISSUER

18. Call Option: Not Applicable

19. Final Redemption Amount of each Covered Bond: €1,000 per Calculation Amount

20. Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons, on acceleration following an Issuer Event of Default or an LLP Event of Default: €1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

21. Form of Covered Bonds: Bearer Covered Bonds:
Temporary Global Covered Bond exchangeable for a Permanent Global Covered Bond which is exchangeable for Bearer Definitive Covered Bonds in definitive form only after an Exchange Event

22. New Global Covered Bond: Yes

23. Additional Financial Centre(s) relating to payment dates: Not Applicable

24. Talons for future Coupons to be attached to Bearer Definitive Covered Bonds (and dates on which such Talons mature): No

25. Redenomination, renominatisation and reconventioning provisions: Not Applicable

PART B – OTHER INFORMATION

1. LISTING

- (a) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Covered Bonds to be admitted to trading on the London Stock Exchange's regulated market and to the Official List of the Financial Conduct Authority with effect from 25 June 2014
- (b) Estimate of total expenses related to admission to trading: £4,380

2. RATINGS

- (a) The Covered Bonds to be issued have been rated:
- | | |
|----------|-----|
| S & P: | AAA |
| Moody's: | Aaa |
| Fitch: | AAA |

3. PROVISIONS RELATING TO THE JUMBO INTEREST RATE SWAP 1 TRANSACTION

BMR Spread:	1.60 per cent. per annum
Fixed Rate Spread:	1.30 per cent. per annum
SMR Spread:	3.00 per cent. per annum
Tracker Rate Spread:	1.50 per cent. per annum

4. PROVISIONS RELATING TO THE JUMBO INTEREST RATE SWAP 2 TRANSACTION

BMR Spread:	1.60 per cent. per annum
Fixed Rate Spread:	1.30 per cent. per annum
SMR Spread:	3.00 per cent. per annum
Tracker Rate Spread:	1.50 per cent. per annum

5. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "*Subscription and Sale and Transfer and Selling Restrictions*", so far as the Issuer and the LLP are aware, no person involved in the issue of the Covered Bonds has an interest material to the offer. The Dealers and their affiliates have engaged and may in the future in investment banking and/or commercial banking transactions with and may perform other services for the Issuer and/or the LLP and its or their affiliates in the ordinary course of business.

6. OPERATIONAL INFORMATION:

- (a) ISIN Code: XS1081100239
- (b) Common Code: 108110023

(c) CUSIP: Not Applicable

(d) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

7. **DISTRIBUTION**

U.S. Selling Restrictions Reg. S Compliance Category 2; TEFRA D

8. **YIELD (Fixed Rate Covered Bonds only)**

Indication of yield: 2.326 per cent.

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

Signed on behalf of the Issuer:



Signed on behalf of the LLP:

